

RECORDING REQUESTED BY AND WHEN
RECORDED MAIL TO:

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500 West Temple Street
Los Angeles, California 90012-2713

(Space Above This Line For Recorders Use Only)

MEMORANDUM OF AMENDMENT TO ASSIGNMENT

dated as of April 1, 2015

by and between

LOS ANGELES COUNTY CAPITAL ASSET LEASING CORPORATION

and

U.S. BANK NATIONAL ASSOCIATION,
as successor Trustee

NO DOCUMENTARY TRANSFER TAX DUE. This Memorandum of Amendment to Assignment is recorded for the benefit of the County of Los Angeles and the recording is exempt under Section 27383 of the California Government Code and Section 11928 of the California Revenue and Taxation Code.

MEMORANDUM OF AMENDMENT TO ASSIGNMENT

THIS MEMORANDUM OF AMENDMENT TO ASSIGNMENT (this “**Memorandum of Amendment to Assignment**”) executed and entered into as of April 1, 2015, is by and between the **LOS ANGELES COUNTY CAPITAL ASSET LEASING CORPORATION** (the “**Corporation**”), a California nonprofit public benefit corporation, and **U.S. BANK NATIONAL ASSOCIATION**, a national banking association organized and existing under the laws of the United States of America, as successor trustee (the “**Trustee**”), who agree as follows:

Section 1.01. Definitions. All capitalized terms used herein without definition shall have the meanings given to such terms in the Second Amended and Restated Sublease, dated as of April 1, 2013 (the “**Original Second Amended and Restated Sublease**”), by and between the Corporation and the County of Los Angeles (the “**County**”), recorded in the offices of the Los Angeles County Recorder as Document Number 20130597714 on April 19, 2013.

Section 2.01. The Removal. The Corporation has subleased to the County, and the County has subleased from the Corporation, certain parcels of real property, together with the buildings and improvements thereon owned by the County, located in the County of Los Angeles, California, pursuant to the terms and conditions set forth in the Original Second Amended and Restated Sublease. Pursuant to the First Amendment to Second Amended and Restated Site Lease, dated as of April 1, 2015 (the “**First Amendment to Second Amended and Restated Site Lease**”), by and between the County and the Corporation, and the First Amendment to Second Amended and Restated Sublease, dated as of April 1, 2015 (the “**First Amendment to Second Amended and Restated Sublease**”), by and between the Corporation and the County, each of which are being recorded concurrently herewith and all of the provisions of which are hereby incorporated into this Memorandum of Amendment to Assignment by reference, the County and the Corporation have removed from the definition of Property under the Site Lease and the Sublease certain parcels of real property, together with the buildings and improvements thereon owned by the County, located in the County of Los Angeles, California, identified as the Hall of Records, the Lost Hills Sheriff Station, the Palmdale Sheriff Facility and the San Dimas Sheriff Facility, as more particularly described in Exhibit A (Parcels 1, 9, 17 and 18) attached to the Original Second Amended and Restated Sublease (collectively, the “**Removed Parcels**”).

Section 3.01. Property. Upon the removal of the Removed Parcels from the definition of Property under the Site Lease and the Sublease, the definition of Property under the Site Lease and the Sublease includes all of the Components, as is described more fully in Exhibit A (Parcels 2 through 8, 10 through 16 and 19 through 24) attached hereto and by this reference incorporated herein, or any property added thereto or substituted therefor pursuant to Section 7 of the Sublease, but does not include any property released pursuant to Section 7 of the Sublease.

Section 4.01. Assignment. As set forth in the Memorandum of Assignment, dated as of April 1, 2013 (the “**Original Memorandum of Assignment**”), by and between the Corporation and Deutsche Bank National Trust Company, as the predecessor trustee, recorded in the offices of the Los Angeles County Recorder as Document Number 20130597715 on April 19, 2013, all of the provisions of which are hereby incorporated into this Memorandum of Amendment to

Assignment by reference, the Corporation has sold, assigned and transferred to the Trustee certain of its rights under the Sublease and under the Site Lease, upon the terms and conditions more fully set forth in the Second Amended and Restated Trust Agreement, dated as of April 1, 2013, by and between the Corporation and the Trustee (as amended or supplemented from time to time, the “**Trust Agreement**”).

Section 5.01. Provisions Binding on Successors and Assigns. Subject to the provisions of the Sublease relating to assignment and subletting, the Sublease shall inure to the benefit of and shall be binding upon the Corporation and the County and their respective successors and assigns. The Trust Agreement shall inure to the benefit of and shall be binding upon the Corporation and the Trustee and their respective successors and assigns.

Section 6.01. Purpose of Memorandum. This Memorandum of Amendment to Assignment is prepared for the purpose of recordation, and it in no way modifies the provisions of the Sublease, the Site Lease or the Trust Agreement.

Section 7.01. Execution. This Memorandum of Amendment to Assignment may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

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IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Amendment to Assignment by their officers thereunto duly authorized as of the day and year first written above.

**LOS ANGELES COUNTY CAPITAL ASSET
LEASING CORPORATION**

By: _____
Authorized Representative

U.S. BANK NATIONAL ASSOCIATION, as
trustee

By: _____
Title: _____

[Insert notary acknowledgments]

EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY

All that real property situated in the County of Los Angeles, State of California, described as follows, and any improvements thereto:

[See attached pages]